

**DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION**

DCRA/ Corporations Div.
P.O. Box 92300
WASHINGTON, D.C. 20090



LIMITED PARTNERSHIP MERGER FORMAT AND STATUTORY CONTENTS

NOTE: THIS IS A SPECIMEN FORMAT FOR MERGER OR CONSOLIDATION FOR LIMITED PARTNERSHIP. YOU MUST DRAFT YOUR OWN ARTICLES ON PLAIN BOND PAPER TO BE SUBMITTED IN DUPLICATE ORIGINAL.

**ARTICLES OF MERGER OF DOMESTIC LIMITED PARTNERSHIP
MERGING _____ INTO _____.**

TO: DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

Pursuant to the provisions of Title 29, Chapter 2 of the Code of Laws of the District of Columbia, the undersigned limited partnership adopts the following Articles of Merger or Articles of Consolidation for the purpose of merging/consolidating into another business entity:

FIRST: The merger or consolidation was approved by the limited partnership in the manner provided by this section. Insert Plan of Merger or indicate that Plan of Merger is attached

SECOND: State that the general partners proposing to merge or consolidate shall either:
(1) Approve the proposed transaction; or/and
(2) Submit the proposed transaction to the limited partners for their consideration.

THIRD: The proposed merger or consolidation was approved by two-thirds of the limited partners of each limited partnership that is a party to the proposed transaction.

FOURTH: It is mutually agreed that the surviving entity may be served with process in the District in any proceeding for the enforcement of any obligations of any limited partnership or business entity that is a party to the merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting limited partner or stockholder of any District limited partnership or corporation against the surviving or new entity.

FIFTH: An agreement that it will promptly pay to the dissenting limited partners or stockholder of any limited partnership or District corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporations Act with respect to the rights of dissenting limited partners or stockholders. The address of the registered agent to which the Department may mail a copy of any process against the surviving or new entity that may be served on the surviving or new entity.

SIXTH: No member of a domestic limited liability company that is a party to a merger or consolidation will, as a result of the merger or consolidation, become personally liable for the liabilities or obligations of any other person or entity unless that member approves the agreement of merger or consolidation or otherwise consents to becoming personally liable.

Signature of Presenting Partner

Address

INSTRUCTION SHEET

For more information, please, check D.C. Code Title 33.

- **File in duplicate originals**
- **Filing Fee\$70.** Make Check Payable to D.C. Treasurer.
- **Insert Plan of Merger on Item 1 or attach it to the Articles of Merger.**

For General Information Call:

The Corporations Division - (202) 442-4432

Please check our corporate website to view organizations required to register, to search business names, to obtain step-by-step guidelines to register an organization, to search registered organizations, and to download forms and documents. Simply log onto our website at www.dkra.dc.gov, click on "Corporate Registration" and follow links as prompted.

To ensure timely and accurate processing of this document, mail all required forms and payment to:

Department of Consumer and Regulatory Affairs
Corporations Division
P.O. Box 92300
Washington, D.C. 20090

For Overnight Delivery send to:

Corporate Bank of America
Attention: D.C. Government
Wholesale Lockbox # 92300
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18th floor
225 North Calvert Street
Baltimore, Maryland 21202